

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

**SUMMARY COVER SHEET TO SEVENTEENTH QUARTERLY INTERIM
APPLICATION OF FOLEY HOAG LLP FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS SPECIAL ENVIRONMENTAL COUNSEL TO
W.R. GRACE & CO., ET AL. FOR INTERIM PERIODS
JULY 2009 THROUGH SEPTEMBER 2009**

Name of Applicant:

Foley Hoag LLP

Authorized to Provide Professional
Services to:

W.R. Grace & Co., et al.
Debtors and Debtors-in-Possession

Date of Retention:

September 30, 2005, *nunc pro tunc* July 1, 2005

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Period for Which Compensation and
Reimbursement is Sought:

July 2009 through September 2009

Amount of Compensation Sought as
Actual, Reasonable and Necessary:

\$42,333.00

Amount of Expense Reimbursement Sought
as Actual, Reasonable and Necessary:

\$145.26

This is a Seventeenth quarterly interim application.

**CUMULATIVE SUMMARY OF QUARTERLY FEES INCURRED BY
FOLEY HOAG LLP AS SPECIAL ENVIRONMENTAL COUNSEL TO DEBTORS**

The Foley Hoag professionals who rendered services during the Seventeenth Quarterly

Fee Application are:

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	60.7	\$ 35,509.50
Adam P. Kahn	Partner	Environmental	\$585.00	0.4	\$ 234.00
Amy E. Boyd	Associate	Environmental	\$345.00	19.1	\$ 6,589.50
TOTAL				80.2	\$ 42,333.00

Total Fees: \$42,333.00

CUMULATIVE EXPENSE SUMMARY

Expense Categories	Total Expenses for Period from July 1, 2009 – September 30, 2009
Photocopies	\$ 68.88
Color Photocopies	\$ 18.00
Parking	\$ 34.00
Taxis	\$ 12.00
Meals	\$ 12.38
TOTAL	\$ 145.26

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Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

**SEVENTEENTH QUARTERLY INTERIM APPLICATION OF FOLEY HOAG LLP
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS SPECIAL
ENVIRONMENTAL COUNSEL TO W.R. GRACE & CO., ET AL. FOR INTERIM
PERIODS JULY 2009 THROUGH SEPTEMBER 2009**

Pursuant to Sections 330 and 331 of Title II of the United States Code (the "Bankruptcy Code"), Fed. R. Bankr. P. 2016 and the Court's Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, Amending the Court's Administrative Order Pursuant to Sections 105(a) and 331 of

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

the Bankruptcy Code Establishing Procedures for Allowance of Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals entered May 3, 2001 (together the "Administrative Order"), the firm of Foley Hoag LLP ("Foley Hoag") hereby files this *Seventeenth Quarterly Interim Application of Foley Hoag LLP for Compensation and Reimbursement of Expenses as Special Environmental Counsel to W.R. Grace & Co., et al. for Interim Periods July 2009 Through September 2009* (the "Seventeenth Quarterly Fee Application"). By this Seventeenth Quarterly Fee Application, Foley Hoag seeks the interim allowance of compensation in the amount of \$42,333.00 and reimbursement of actual and necessary expenses in the amount of \$145.26 for a total of \$42,478.26 for the period of July 1, 2009 through September 30, 2009 (the "Interim Period"). In support of this Seventeenth Quarterly Fee Application, Foley Hoag respectfully represents as follows:

BACKGROUND

1. On April 2, 2001 (the "Petition Date") each of the Debtors (collectively the "Debtors") filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Pursuant to Sections 1107 and 1008 of the Bankruptcy Code, the Debtors are continuing to operate their business and manage their properties and assets as Debtors-in-Possession.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 §§ 157(d)(2).
3. On April 20, 2001, the Court entered its Order that the Debtors' Chapter 11 cases be consolidated for procedural purposes only and administrated jointly.
4. By this Court's Order dated September 30, 2005, the Debtors were authorized to retain Foley Hoag as special environmental counsel, effective as of September 30, 2005, *nunc pro tunc* July 1, 2005 (the "Retention Order"). The Retention Order authorizes Debtors to

compensate Foley Hoag under Sections 330 and 331 of the Bankruptcy Code and shall be reimbursed for all allowed necessary, actual and reasonable expenses incurred by Foley Hoag.

5. Pursuant to the procedures set forth in the Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a Certification of No Objection authorizing the interim compensation and reimbursement of eight percent (80%) of the fees requested and one hundred percent (100%) of the expenses requested subject to the filing and approval of interim and final fee applications of the professional. The professional is to also file a Quarterly Interim Fee Application.

6. Attached hereto as Exhibit A is the Verification of Adam P. Kahn.

MONTHLY FEE APPLICATIONS

7. On August 28, 2009, Foley Hoag filed its Monthly Fee Application for the month of July 2009 for fees incurred in the amount of \$12,702.00 (less twenty percent (20%) holdback of \$2,540.40 for a fee to be paid pursuant to the monthly fee application filed of \$10,161.60) and reimbursement of expenses totaling \$35.88. No objection to the payment of the Monthly Fee Application was filed.

8. On September 28, 2009, Foley Hoag filed its Monthly Fee Application for the month of August 2009 for fees incurred in the amount of \$16,368.00 (less twenty percent (20%) holdback of \$3,273.60 for a fee to be paid pursuant to the monthly fee application filed of \$13,094.40) and reimbursement of expenses totaling \$51.00. No objection to the payment of the Monthly Fee Application was filed.

9. On October 28, 2009, Foley Hoag filed its Monthly Fee Application for the month of September 2009 for fees incurred in the amount of \$13,263.00 (less twenty percent (20%) holdback of \$2,652.60 for a fee to be paid pursuant to the monthly fee application filed of \$10,610.40) and reimbursement expenses totaling \$58.38. The date for objection has not passed, but no objection has been filed to date.

10. The Seventeenth Quarterly Fee Application is filed, as set forth above, for fees incurred for July 1, 2009 through September 30, 2009. The Monthly Fee Application contains daily time logs describing the actual and necessary services provided by Foley Hoag during the Interim Period.

11. Attached hereto as Exhibit B is a summary of the primary services performed by Foley Hoag during the Interim Period. The summary reflects services of importance which required the special attention, efforts and skill of Foley Hoag.

12. Attached hereto as Exhibits C, D, and E are monthly time records, which provide detail and information as to the work performed by Foley Hoag during the Interim Period.

REQUESTED RELIEF

13. By this Seventeenth Quarterly Fee Application, Foley Hoag requests that the Court approve the interim allowance of compensation for professional services rendered in the amount of \$42,333.00 and the reimbursement of actual and necessary expenses incurred in the amount of \$145.26 by Foley Hoag during the Interim Period. As stated above, the full scope of services provided and related expenses incurred are fully described in the monthly fee detail attached hereto as Exhibits C, D and E.

14. At all relevant times, Foley Hoag has been a disinterested person as that term is defined in Section 101(14) of the Bankruptcy Code and has not represented or held an interest

adverse to the interest of the Debtors. All services for which compensation is requested by Foley Hoag were performed for or on behalf of the Debtors and not on behalf of any committee, creditor or other person.

15. During the Interim Period, Foley Hoag has received no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with Debtor's cases.

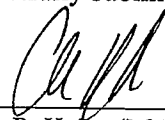
16. Foley Hoag has no agreement with any non-affiliated entity to share any compensation earned in these Chapter 11 cases.

17. The professional services and related expenses for which Foley Hoag requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with Foley Hoag's provision of professional services, particularly with regard to advice as to current, pending, and future environmental matters relating to the Acton, Massachusetts superfund site and to a proposed lease of property in Woburn, Massachusetts.

18. Foley Hoag's services have been necessary and beneficial to Debtors, their estates and other parties in interest.

WHEREFORE, Foley Hoag respectfully requests that the Court enter an Order, providing that, for the period July 1, 2009 through September 30, 2009, allowance will be made to Foley Hoag in the sum of \$42,333.00 as compensation for reasonable and necessary professional services rendered to Debtors and in the sum of \$145.26 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$42,478.26; that Debtors authorized and directed to pay to Foley Hoag the outstanding amount of such sums; and for such other and further relief as this Court deems just and proper.

Respectfully submitted,



Adam P. Kahn (MA BBO # 561554)
Foley Hoag LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2600
(617) 832-1000

Dated: November 13, 2009

Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

VERIFICATION

Adam P. Kahn, deposes and says:

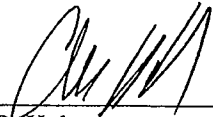
1. I am a Partner in the law firm of Foley Hoag LLP ("Foley Hoag").
2. I am personally aware of Foley Hoag's retention as special environmental counsel

to the Debtors and performed the work described in the attached Seventeenth Quarterly Fee

Application filed for the three (3) month period ending September 30, 2009 ("Application").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed De. Bankr. L. R. 2016-2 and the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professional and Official Committee Members signed April 14, 2002 and submit that the Application substantially complies with such Rule and Order.



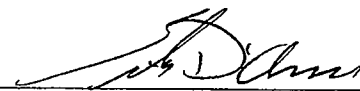
Adam P. Kahn

SWORN TO AND SUBSCRIBED before me this 13th day of November, 2009.

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this 13th day of August, 2009, before me, the undersigned Notary Public, personally appeared the above-named Adam P. Kahn, proved to me by satisfactory evidence of identification, being (check whichever applies): ☐ driver's license or other state or federal governmental document bearing a photographic image, ☐ oath or affirmation of a credible witness known to me who knows the above signatory, or ☒ my own personal knowledge of the identity of the signatory, to be the person whose name is signed above, and acknowledged the foregoing to be signed by him/her voluntarily for its stated purpose.



Notary Public
Printed Name: Eileen D'Amico
My commission expires: 5/26/11

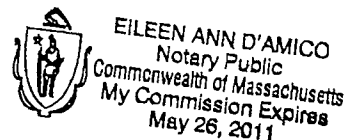


Exhibit B

Matter 88 - Acton Site OU3

During this Seventeenth Application Period, the Firm assisted the Debtor in matters related to the federal Superfund site known as the Grace Acton Site. On September 30, 2005, the federal Environmental Protection Agency issued the Record of Decision, or ROD, for the cleanup of the so-called Operable Unit 3 (OU-3) at the Site. The ROD identified a remedy for the Site, which EPA will expect the Debtor to implement pursuant to the terms of a consent decree entered into between the Debtor and the United States in 1980.

Although the ROD states the general outline of the remedy, substantial work is required to determine what flexibility the Debtor may have in implementing the remedy. The next step in this process was the issuance by EPA of a scope of work (SOW), to be performed by the Debtor, to implement the remedy described in the ROD. Following issuance of the SOW, and during the Seventeenth Application Period, the Firm worked with the Debtor on issues related to plans for the cleanup of groundwater and sediment at the Site, including review of draft reports to be submitted to EPA concerning the design for the Landfill Area groundwater remedy and the cleanup standards to which that remedy would be subject.

This work is complex and requires an in-depth knowledge of the history of the Debtor's cleanup of the Grace Acton Site, the terms of the 1980 Consent Decree, and the relevant provisions of federal and state Superfund laws. The Firm's efforts on these matters have benefited and will benefit the Debtor's bankruptcy estate, because the legal analysis provided is critical to cost-effective compliance with the Debtor's obligations under the federal Superfund law and the 1980 Consent Decree.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	3.7	\$ 2,164.50
TOTAL				3.7	\$ 2,164.50

Matter 101 - Bankruptcy Matters

This matter covers preparation of monthly and interim fee applications, as well as the Firm's efforts to obtain Court cost authorization for the Firm to serve as special environmental counsel to Debtor. Foley Hoag's ordinary practice is to exercise billing discretion prior to submitting invoices, and it has done so with respect to each of the invoices it submitted during the Interim Period. To date, none of the interested parties objected to payment on account of any portion of any of those invoices, although they were entitled to do so.

The Firm's application-preparation fee is reasonable in light of the nature and magnitude of the effort involved. For each of those matters, as required by the Local Rules, the Firm submitted detailed billing summaries, and its attorneys prepared narrative descriptions of the work performed.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	1.2	\$ 702.00
Adam P. Kahn	Partner	Environmental	\$585.00	0.4	\$ 234.00
TOTAL				1.6	\$ 936.00

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass

During this Seventeenth Application Period, the Firm assisted the Debtor in matters related to the federal Superfund site known as the Blackburn and Union Privileges Superfund Site, in Walpole, Massachusetts. The site has been in industrial use for several hundred years. From approximately 1915 to 1935, it was operated by Multibestos Company, which manufactured products containing asbestos. The stock of Multibestos was purchased by Dewey & Almy in or about 1930. The Debtor purchased the stock of Dewey & Almy in 1954.

The Debtor and other potentially responsible parties have been working with EPA and MassDEP since 1988. In 1992 and 1993, the Debtor performed a cleanup at the Site with respect to asbestos, though other contamination remained. The Site was added to the federal National Priorities List in 1994. the Debtor received a Notice of Potential Liability from EPA in 1998 and a "Special Notice of Responsibility" in 1999. Also in 1999, the Debtor entered into an administrative order with EPA and the Kendall Company, another potentially responsible party. In the order, the Debtor and Kendall each agreed to pay 50% of the costs for performance of the Remedial Investigation / Feasibility Study ("RI/FS") for the Site. After the Debtor filed for reorganization, the Kendall Company continued the RI/FS work without financial participation from the Debtor.

In 2006, EPA announced that it was revisiting the potential risks posed by the presence of asbestos at the Site, including areas with concentrations of asbestos greater than 0.25%, even though the original cleanup was based on a concentration of 1%. EPA has recently indicated that there may be several additional areas of the Site that require remediation for asbestos.

On September 30, 2008, EPA issued the Record of Decision (ROD) for the Site, which identifies the elements of the cleanup plan EPA has selected. The remedy contains several different components, the estimated cost of which in the ROD is approximately \$13,000,000, and also identifies certain other issues which may require yet additional work. After issuing the ROD, EPA then issued what is known as "special notice" letters pursuant to section 122 of CERCLA, triggering a period of negotiations with EPA concerning implementation of the remedy selected in the ROD. In December 2008, Debtor and Kendall reached a further agreement, ratified by this Court, pursuant to which Debtor and Kendall each agreed to pay 50% of costs incurred in implementing the remedy selected by EPA in the ROD.

During this period, we assisted the debtor in responding to the special notice letter. This includes proposed revisions to EPA's draft consent decree and statement of work, and continued review of issues related to potential liability of the Debtor for work required by the ROD. This work was complicated by EPA's initial rejection of the proposal submitted on behalf of the

Debtor, Covidien, and the owner of the Site properties. EPA's rejection required further work, including meetings and calls with EPA, and submittal of a revised, clarified, proposal, and continued negotiations concerning both the consent decree and the statement of work.

This work is complex and requires an in-depth knowledge of the Superfund law, and applicable regulations governing the cleanup of asbestos. The Firm's efforts on these matters have benefited and will benefit the Debtor's bankruptcy estate, because the legal analysis provided is critical to an effective response to EPA's potential request that more cleanup be performed with respect to asbestos and to overall minimization of the cleanup cost.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	55.8	\$ 32,643.00
Amy E. Boyd	Associate	Environmental	\$345.00	19.1	\$ 6,589.50
TOTAL				74.9	\$ 39,232.50

Exhibit C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF JULY 1, 2009 THROUGH JULY 31, 2009**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 101 – Bankruptcy Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	1.2	\$ 702.00
TOTAL				1.2	\$ 702.00

Expenses

Description	Total
Photocopying	\$ 35.64
TOTAL	\$ 35.64



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

August 28, 2009
Invoice No.: 445536
Matter No.: 08743.00101

Re: Bankruptcy Matters

For Professional Services rendered through July 31, 2009

Fees	\$702.00
Disbursements	<u>35.64</u>
Total Fees and Disbursements	<u>\$737.64</u>

Seaport World Trade Center West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

BOSTON

WASHINGTON

EMERGING ENTERPRISE CENTER

FOLEYHOAG.COM

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 445536
August 28, 2009
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
07/30/09	Jaffe	Prepare quarterly fee application (1.2).	1.2
Total Hours			1.2

To ensure proper credit to your account,
please include remittance page with your payment.

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 445536
August 28, 2009
Page 3

TIMEKEEPER SUMMARY

Timekeeper
Jaffe

Hours
1.2

Total Fees

\$702.00

Disbursement Summary

Date

07/31/09

In-House Photocopying

Amount

35.64

Total Disbursements

\$35.64

Total Fees

\$702.00

Total Disbursements

35.64

Total Fees and Disbursements

\$737.64

To ensure proper credit to your account,
please include remittance page with your payment.



Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

To ensure proper payment to your account, please include this page with your payment.

W.R. Grace & Co.

August 28, 2009
Invoice No.: 445536
Matter No.: 08743.00101

Re: Bankruptcy Matters

Total Fees and Disbursements

\$737.64

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00101, Invoice #: 445536

Billing Attorney: Adam P. Kahn

Wire Originator: W.R. Grace & Company

Seaport World Trade Center West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

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Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	15.5	\$ 9,067.50
Amy E. Boyd	Associate	Environmental	\$345.00	8.5	\$ 2,932.50
TOTAL				24.0	\$ 12,000.00

Expenses

Description	Total
Photocopying	\$ 0.24
TOTAL	\$ 0.24



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

August 28, 2009
Invoice No.: 445537
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through July 31, 2009

Fees	\$12,000.00
Disbursements	<u>0.24</u>
Total Fees and Disbursements	<u>\$12,000.24</u>

Seaport World Trade Center West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
07/07/09	Jaffe	Emails with team regarding negotiations of CD and SOW (0.8).	0.8
07/10/09	Jaffe	Attention to special notice, including telephone call with Mr. Campbell and emails with team (0.4).	0.4
07/13/09	Jaffe	Emails with team regarding meetings with EPA and bankruptcy issues (0.4).	0.4
07/14/09	Jaffe	Attention to special notice issues, including telephone conference with Ms. Duff, emails with team, and review of bankruptcy issues (1.8).	1.8
07/15/09	Jaffe	Emails with Shaffer counsel, emails with team, review bankruptcy issues (1.1).	1.1
07/16/09	Jaffe	Attention to special notice issues, including telephone call with Ms. Baer regarding bankruptcy issues, telephone call with DOJ, EPA and team, telephone call with Ms. Duff, and emails with team (3.2).	3.2
07/17/09	Jaffe	Attention to special notice, including emails with team (0.9).	0.9
07/22/09	Boyd	Prepare for and attend conference call to discuss key issues for meeting with EPA regarding scope of work (1.5).	1.5
07/23/09	Boyd	Prepare for and attend meeting with PRP group to prepare for meeting with EPA on revisions to scope of work (3.4); attend meeting with EPA (3.2).	6.6
07/28/09	Jaffe	Attention to special notice issue, including telephone call with Ms. Duff, emails with team, review of oversight cost issues, and reviewing EPA response to scope of work (2.2).	2.2
07/29/09	Jaffe	Attention to special notice process, including meeting with A. Boyd and emails with team regarding past costs and meeting with EPA (1.1).	1.1
07/29/09	Boyd	Meeting with S. Jaffe (0.1); draft summary of meeting and key points discussed (0.3).	0.4
07/30/09	Jaffe	Attention to special notice process, including telephone call and email with Mr. DeCambre at EPA regarding past costs and emails with team (1.3).	1.3
07/31/09	Jaffe	Attention to special notice issues, including review of EPA's revised scope of work and emails with team regarding same (2.3).	2.3
Total Hours			24.0

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TIMEKEEPER SUMMARY**Timekeeper****Hours**

Boyd

8.5

Jaffe

15.5

Total Fees**\$12,000.00****Disbursement Summary****Date****Amount**

07/23/09

In-House Photocopying

0.24

Total Disbursements**\$0.24****Total Fees****\$12,000.00****Total Disbursements****0.24****Total Fees and Disbursements****\$12,000.24**

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Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

August 28, 2009
Invoice No.: 445537
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements

\$12,000.24

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00102, Invoice #: 445537
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Seaport World Trade Center West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

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Exhibit D

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF AUGUST 1, 2009 THROUGH AUGUST 31, 2009**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 88 – Acton Site OU3**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	3.1	\$ 1,813.50
TOTAL				3.1	\$ 1,813.50



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

September 28, 2009
Invoice No.: 446471
Matter No.: 08743.00088

Re: Acton Site OU3

For Professional Services rendered through August 31, 2009

Fees	\$1,813.50
------	------------

Total Fees and Disbursements	<u>\$1,813.50</u>
-------------------------------------	--------------------------

Matter No.: 08743.00088
Re: Acton Site OU3

Invoice No.: 446471
September 28, 2009
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
08/27/09	Jaffe	Draft ARARs discussion for concept design report, research for same, and telephone call with Ms. Johns regarding same (1.9).	1.9
08/28/09	Jaffe	Draft, revise ARARs table and text for landfill groundwater concept design report and emails with Ms. Johns regarding same (1.2).	1.2
Total Hours			3.1

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Matter No.: 08743.00088
Re: Acton Site OU3

Invoice No.: 446471
September 28, 2009
Page 3

TIMEKEEPER SUMMARY

Timekeeper
Jaffe

Hours
3.1

Total Fees

\$1,813.50

Total Fees

\$1,813.50

Total Fees and Disbursements

\$1,813.50

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Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

September 28, 2009
Invoice No.: 446471
Matter No.: 08743.00088

Re: Acton Site OU3

Total Fees and Disbursements

\$1,813.50

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535	
Wire Instructions: Citizens Bank 1 Citizens Drive Providence, RI 02915	ABA: 011500120 Swift #: CTZIUS33 Account # 1133945993 Beneficiary: Foley Hoag LLP – Wire Receipt Account

Reference
Information:

Client/Matter #: 08743.00088, **Invoice #:** 446471
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Seaport World Trade Center West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter 101 – Bankruptcy Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Adam P. Kahn	Partner	Environmental	\$585.00	0.4	\$ 234.00
TOTAL				0.4	\$ 234.00

Expenses

Description	Total
Photocopying	\$ 33.00
TOTAL	\$ 33.00



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

September 28, 2009
Invoice No.: 446470
Matter No.: 08743.00101

Re: Bankruptcy Matters

For Professional Services rendered through August 31, 2009

Fees	\$234.00
Disbursements	<u>33.00</u>
Total Fees and Disbursements	<u>\$267.00</u>

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 446470
September 28, 2009
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
08/11/09	Kahn	Attention to quarterly filing (0.4).	0.4
Total Hours			0.4

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Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 446470
September 28, 2009
Page 3

TIMEKEEPER SUMMARY

Timekeeper
Kahn

Hours
0.4

Total Fees

\$234.00

Disbursement Summary

Date

08/31/09

In-House Photocopying

Amount

33.00

Total Disbursements

\$33.00

Total Fees

\$234.00

Total Disbursements

33.00

Total Fees and Disbursements

\$267.00

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Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

September 28, 2009
Invoice No.: 446470
Matter No.: 08743.00101

Re: Bankruptcy Matters

Total Fees and Disbursements

\$267.00

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535	
Wire Instructions: Citizens Bank 1 Citizens Drive Providence, RI 02915	ABA: 011500120 Swift #: CTZIUS33 Account # 1133945993 Beneficiary: Foley Hoag LLP – Wire Receipt Account

Reference
Information:

Client/Matter #: 08743.00101, **Invoice #:** 446470
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	21.0	\$ 12,285.00
Amy E. Boyd	Associate	Environmental	\$345.00	5.9	\$ 2,035.50
TOTAL				26.9	\$ 14,320.50

Expenses

Description	Total
Color Photocopying	\$ 18.00
TOTAL	\$ 18.00



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

September 28, 2009
Invoice No.: 446472
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through August 31, 2009

Fees	\$14,320.50
Disbursements	<u>18.00</u>
Total Fees and Disbursements	<u>\$14,338.50</u>

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
08/03/09	Jaffe	Attention to special notice issues, including reviewing EPA proposed SOW (1.1).	1.1
08/04/09	Jaffe	Attention to special notice, including reviewing EPA SOW comments and preparing for 8/6 call.	0.9
08/06/09	Jaffe	Attention to special notice, including team telephone conference, telephone call with EPA and team, emails with Ms. Duff, reviewing RCRA issues, and reviewing EPA comments on scope of work (3.6).	3.6
08/07/09	Boyd	Discussion with S. Jaffe regarding research and review materials regarding same (0.9).	0.9
08/10/09	Boyd	Research regarding contaminated media under RCRA (1.0).	1.0
08/11/09	Boyd	Research regarding contaminated media and contained-in policy under RCRA (0.6).	0.6
08/14/09	Boyd	Research regarding contaminated media and contained-in rule under RCRA and conference with S. Jaffe regarding same (3.4).	3.4
08/14/09	Jaffe	Attention to special notice issues, including reviewing SHA statement of work changes and conference call with team regarding same, emails with legal team regarding agreement with Shaffers, and office conferences with A. Boyd and emails with A. Boyd and Ms. Duff regarding CERCLA/RCRA issues (3.8).	3.8
08/19/09	Jaffe	Meeting with EPA regarding statement of work, pre-meeting with team, and prepare for same (8.2).	8.2
08/24/09	Jaffe	Attention to special notice process, including reviewing, revising, revised draft letter to EPA concerning past costs and emails with team regarding same (0.9).	0.9
08/25/09	Jaffe	Attention to special notice issues, including reviewing Mr. Smith notes and emails with team regarding same (0.7).	0.7
08/26/09	Jaffe	Attention to special notice issues, including emails with team (0.4).	0.4
08/28/09	Jaffe	Attention to special notice issues, including email with Ms. Duff, telephone call with Mr. Sabath, and emails with team (0.9).	0.9
08/31/09	Jaffe	Attention to special notice issues, including emails with team regarding consent decree issues (0.5).	0.5
Total Hours			26.9

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please include remittance page with your payment.

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	
Boyd	5.9	
Jaffe	21.0	
Total Fees		\$14,320.50

Disbursement Summary

<u>Date</u>		<u>Amount</u>
08/18/09	In-House Color Photocopying	18.00
Total Disbursements		\$18.00

Total Fees	\$14,320.50
Total Disbursements	<u>18.00</u>
Total Fees and Disbursements	<u>\$14,338.50</u>

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Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

September 28, 2009
Invoice No.: 446472
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements

\$14,338.50

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00102, Invoice #: 446472
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Seaport World Trade Center West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

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Exhibit E

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 88 – Acton Site OU3**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	0.6	\$ 351.00
TOTAL				0.6	\$ 351.00



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

October 28, 2009
Invoice No.: 449135
Matter No.: 08743.00088

Re: Acton Site OU3

For Professional Services rendered through September 30, 2009

Fees	\$351.00
Total Fees and Disbursements	<u>\$351.00</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

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FOLEYHOAG.COM

Matter No.: 08743.00088
Re: Acton Site OU3

Invoice No.: 449135
October 28, 2009
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
09/01/09	Jaffe	Review revised draft landfill area groundwater submittal and emails with team regarding same (0.6).	0.6
		Total Hours	0.6

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please include remittance page with your payment.

Matter No.: 08743.00088
Re: Acton Site OU3

Invoice No.: 449135
October 28, 2009
Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Seth D. Jaffe	0.6	at	585.00	=	351.00
	Total Fees				\$351.00

Total Fees	\$351.00
Total Fees and Disbursements	<u>\$351.00</u>

To ensure proper credit to your account,
please include remittance page with your payment.



Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

To ensure proper payment to your account, please include this page with your payment.

W.R. Grace & Co.

October 28, 2009
Invoice No.: 449135
Matter No.: 08743.00088

Re: Acton Site OU3

Total Fees and Disbursements

\$351.00

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535	
Wire Instructions: Citizens Bank 1 Citizens Drive Providence, RI 02915	ABA: 011500120 Swift #: CTZIUS33 Account # 1133945993 Beneficiary: Foley Hoag LLP – Wire Receipt Account

Reference
Information:

Client/Matter #: 08743.00088, Invoice #: 449135
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	19.3	\$ 11,290.50
Amy E. Boyd	Associate	Environmental	\$345.00	4.7	\$ 1,621.50
TOTAL				24.0	\$ 12,912.00

Expenses

Description	Total
Taxi	\$ 12.00
Parking	\$ 34.00
Hotels & Related Expenses (Breakfast and Lunch while Attending Meeting at EPA)	\$ 12.38
TOTAL	\$ 58.38



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

October 28, 2009
Invoice No.: 449155
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through September 30, 2009

Fees	\$12,912.00
Disbursements	<u>58.38</u>
Total Fees and Disbursements	<u>\$12,970.38</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 449155

October 28, 2009

Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
09/02/09	Jaffe	Emails to Mr. Smith and team regarding consent decree negotiations (0.4).	0.4
09/03/09	Jaffe	Attention to special notice process, including review of United States consent decree mark-up and emails with team and with DOJ/EPA (1.6).	1.6
09/04/09	Jaffe	Attention to special notice process, including meeting with EPA; pre-meeting with team, reviewing consent decree from EPA, and office conference with A. Boyd regarding research tasks (5.6).	5.6
09/04/09	Boyd	Conference with S. Jaffe regarding research for consent decree and email to A. Kahn regarding other consent decrees (0.4).	0.4
09/08/09	Jaffe	Attention to special notice, including review of information regarding other consent decrees (0.4).	0.4
09/08/09	Boyd	Review consent decree and other consent decrees for comparisons and draft a chart outlining consent decree precedence (1.8).	1.8
09/09/09	Boyd	Review appendices and finalize comparison chart of consent decrees (0.3).	0.3
09/09/09	Jaffe	Attention to special notice issues, including reviewing A. Boyd table regarding consent decree precedents; office conference with A. Boyd regarding same; emails with team regarding same; and emails with team regarding past cost issues (1.8).	1.8
09/11/09	Jaffe	Attention to special notice issues, including reviewing past cost offer spreadsheet and emails with team regarding same (0.4).	0.4
09/14/09	Jaffe	Emails with team regarding consent decree revisions (0.4).	0.4
09/15/09	Jaffe	Attention to special notice, including consent decree revisions and emails with team regarding same (0.9).	0.9
09/15/09	Boyd	Review and revise draft agreement between PRPs (0.5).	0.5
09/16/09	Boyd	Conference with S. Jaffe regarding site participation agreement and edits (0.7).	0.7
09/16/09	Jaffe	Attention to special notice issues, including email from Mr. Smith with revised consent decree language and reviewing necessary changes to decree, and office	0.8

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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 449155

October 28, 2009

Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
		conference with A. Boyd regarding site participation agreement (0.8).	
09/17/09	Jaffe	Attention to special notice, including consent decree revisions (0.9).	0.9
09/18/09	Jaffe	Attention to special notice process, including reviewing government consent decree, revising same; reviewing, revising participation agreement; emails to team regarding consent decree and participation agreement (3.4).	3.4
09/18/09	Boyd	Revise draft PRP agreement and conference with S. Jaffe regarding same (1.0).	1.0
09/29/09	Jaffe	Attention to special notice issues, including reviewing, revising, consent decree and emails with team regarding same (2.7).	2.7
Total Hours			24.0

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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 449155

October 28, 2009

Page 4

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Amy E Boyd	4.7	at	345.00	=	1,621.50
Seth D. Jaffe	19.3	at	585.00	=	11,290.50
Total Fees					\$12,912.00

Disbursement Summary

<u>Date</u>		<u>Amount</u>
09/14/09	Taxi Fare	12.00
09/14/09	Mileage, Toll, Parking	34.00
09/01/09	Hotels & Related Expenses - FOLEY HOAG LLP BREAKFAST AND LUNCH WHILE ATTENDING MEETING @ EPA	12.38
Total Disbursements		\$58.38

Total Fees	\$12,912.00
Total Disbursements	<u>58.38</u>
Total Fees and Disbursements	<u>\$12,970.38</u>

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Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

October 28, 2009
Invoice No.: 449155
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements

\$12,970.38

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00102, Invoice #: 449155
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

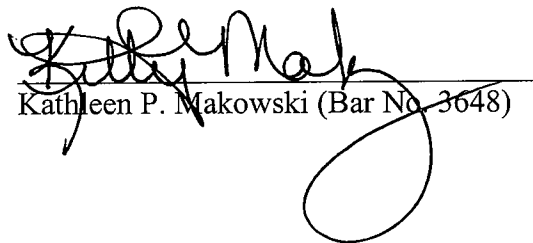
CERTIFICATE OF SERVICE

I, Kathleen P. Makowski, hereby certify that on the 13th day of November, 2009, I caused a true and correct copy of the following documents to be served on the individuals on the attached service list in the manner indicated herein:

**NOTICE OF SEVENTEENTH QUARTERLY INTERIM APPLICATION
OF FOLEY HOAG LLP FOR COMPENSATION AND FOR
REIMBURSEMENT OF EXPENSES AS SPECIAL ENVIRONMENTAL
COUNSEL TO W. R. GRACE & CO., ET AL. FOR INTERIM PERIODS
JULY 2009 THROUGH SEPTEMBER 2009; and**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**SEVENTEENTH QUARTERLY INTERIM APPLICATION OF
FOLEY HOAG LLP FOR COMPENSATION AND FOR
REIMBURSEMENT OF EXPENSES AS SPECIAL
ENVIRONMENTAL COUNSEL TO W. R. GRACE & CO., ET AL.
FOR INTERIM PERIODS JULY 2009 THROUGH SEPTEMBER 2009.**



Kathleen P. Makowski (Bar No. 3648)

Grace Fee Application Service List

Case N. 01-1139 (JKF)

Doc. No. 33512v2

08 – Hand Delivery

12 – First Class Mail

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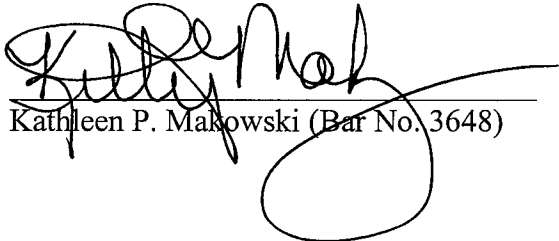
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	

CERTIFICATE OF SERVICE

I, Kathleen P. Makowski, hereby certify that on the 13th day of November, 2009, I caused a true and correct copy of the following document to be served on the individuals on the attached service list in the manner indicated herein:

**NOTICE OF SEVENTEENTH QUARTERLY INTERIM APPLICATION
OF FOLEY HOAG LLP FOR COMPENSATION AND FOR
REIMBURSEMENT OF EXPENSES AS SPECIAL ENVIRONMENTAL
COUNSEL TO W. R. GRACE & CO., ET AL. FOR INTERIM PERIODS
JULY 2009 THROUGH SEPTEMBER 2009.**


Kathleen P. Makowski (Bar No. 3648)

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

W. R. Grace 2002 Service List

Case No. 01-1139 (JKF)

Doc. No. 144642

040 – Hand Delivery

004 – Foreign First Class

205 - First Class Mail

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